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November 25, 1997

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Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: Broadway Blues of Florida, Inc.
Application by a Foreign Corporation for
Withdrawal of Authority to Transact Business
or Conduct Affairs in Florida

Ladies and Gentlemen:

Enclosed are the following with respect to the above-referenced withdrawal by a foreign corporation:

- (1) Enclosed is an original executed Application by a Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida and two copies thereof; and
- (2) \$52.50 filing fee and certified copy fee.

Also enclosed is a addressed/stamped envelope for return of copy of the certified filed withdrawal.

Please call if you have any questions.

Very truly yours,

R. Lownik

Rosemarie Lownik,
Legal Assistant

RL
Encl.

Withd.
12-5-97
CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -1 PM 3:24

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

"BROADWAY BLUES OF FLORIDA, INC."

(Name of Corporation)

Georgia

(Incorporated Under Laws Of)

FILED
SECRETARY OF CORPORATIONS
DIVISION
97 DEC - 1 PM 3: 24

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

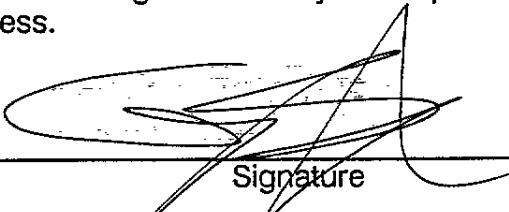
%Gary E. Snyder, Esq.
3060 Peachtree Rd. - Suite 1100

(Mailing Address)

Atlanta GA 30305

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Gary E. Snyder

Typed or printed name

Secretary and Vice-President

Title

11/24/97
Date